

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

RECORDATION NO. 24196-G FILED

OCT 23 '08 - 3 14 PM

SURFACE TRANSPORTATION BOARD



October 22, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20024  
Attn. Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 30, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 21496.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Domino Foods, Inc  
8 Cripple Creek Road  
Howell, NJ 07731

A description of the railroad equipment covered by the enclosed document is forty two (42) 4650 cu. ft. capacity; covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,

Marcia Dunne  
Sr. Rail Documentation Specialist

Enclosures

(DOR0012)

RECORDATION NO. 2496-G FILED

OCT. 23 '08 - 3 14 PM

ASSGN. NO. DOFO012

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of September, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Domino Foods, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2008 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

By: Susan Grokulsky  
Name: SUSAN GROKULSKY  
ASST. DIRECTOR OF  
Title: DOCUMENTATION

Title: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Executed on this 30<sup>th</sup> day of September, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of September, 2008

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

**DOMINO FOODS, INC.**

By: *[Signature]*

Name: ROBERT S. GAMBROW

Title: TRANSPORTATION MANAGER

**ATTEST:**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**[CORPORATE SEAL]**

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid,  
certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his due  
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**        **Forty-two (42)**

**DESCRIPTION OF CARS:**    4650 cubic foot capacity, ACP built, covered hopper cars with gravity pneumatics, food grade lining, hatch in a hatch configuration with 16" round openings as well as 30" on centerline and loading capacity of 286,000 lbs.

**CAR NUMBERS:**

FURX 816006	FURX 816183
FURX 816009	FURX 816185
FURX 816019	FURX 816190
FURX 816021	FURX 816192
FURX 816023	FURX 816194
FURX 816037	FURX 816197
FURX 816040	FURX 816198
FURX 816041	FURX 816209
FURX 816045	FURX 816211
FURX 816059	FURX 816215
FURX 816075	FURX 816222
FURX 816076	FURX 816227
FURX 816079	FURX 816228
FURX 816081	FURX 816229
FURX 816082	FURX 816231
FURX 816086	FURX 816234
FURX 816088	FURX 816236
FURX 816089	FURX 816238
FURX 816173	FURX 816240
FURX 816175	FURX 816242
FURX 816178	
FURX 816179	